

P96000085902

September 30, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600001362856
-10/02/96--01043--012
****122.50 ****122.50

Enclosed please find the following:

1. Articles of Incorporation for:

Dillard Enterprises, Inc.
407 South 15th St.
Fernandina Beach, FL 32034

2. Incorporation fees in the amount of \$ 122.50.

We request that a certified copy of these Articles of Incorporation be returned to the above address.

Sincerely,

Raleigh M. Wilcox
Raleigh M. Wilcox

502-672
W96-21104

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 17 PM 2:17

gg 10/17/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 OCT 17 PM 2:17

October 7, 1996

DILLARD ENTERPRISES, INC.
ATTN: RALEIGH M. WILCOX
407 SOUTH 15TH STREET
FERNANDINA BEACH, FL 32034

SUBJECT: DILLARD ENTERPRISES, INC.
Ref. Number: W96000021104

We have received your document for DILLARD ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 796A00045603

EFFECTIVE DATE

10/15/96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

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OF

"C. J. DILLARD ENTERPRISES, INC."

ARTICLE I

Name

Section 1.1. Name. The name of the corporation is **C. J. DILLARD ENTERPRISES, INC.**

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Nature of Business

Section 3.1. Nature of Business. The general nature of the business to be transacted by this corporation is:

To engage in any lawful act or activity for which corporations may be organized under the corporate laws of the State of Florida;

To do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation;

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description;

except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever;

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation;

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation;

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

Article IV

Capital Stock

Section 4.1. (a) Authorized Capital. The maximum number of shares of capital stock which this corporation is authorized to have outstanding at any one time shall be as follows:

(i) One hundred (100) shares of voting common stock having a par value of \$1.00 per share.

(b) Voting Common Stock. The shares of voting common stock shall have the following characteristics:

(i) Except as otherwise specifically provided herein, the holders of shares of the voting common stock shall have all the rights and privileges granted generally to the holders of the common stock of a corporation by the laws of the State of Florida and shall have the right to vote on all matters coming before meetings of the stockholders of the Corporation or otherwise required by applicable law to be presented to the Corporation's shareholders for a vote.

(ii) The holders of shares of voting common stock shall be entitled to one vote on matters presented to shareholders for each share of such stock held.

(c) All Capital Stock. All of the shares of the Corporation's voting common stock shall have the following characteristics:

(i) No holder of any share of the voting common stock of the Corporation shall have any preemptive or preferential rights of subscription to any shares of stock of the Corporation of any kind, class or series, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold.

(ii) The Board of Directors shall have no right to call for redemption any portion of the voting common stock of the Corporation except in pursuance of a plan of complete liquidation; however, the Board of Directors may receive and accept offers to the Corporation by holders of voting common stock for redemption at such values and upon such terms and conditions as the Board of Directors and such offering shareholders shall mutually determine. In the event the Board of Directors shall agree with a shareholder to redeem any shares of voting stock of the Corporation, no other holder of shares of such stock not so redeemed shall have any right to demand that any of his shares of such stock also be redeemed.

(iii) Upon any complete liquidation of the Corporation each holder of voting common stock shall be entitled to the distribution to said holder of the holder's allocable share of the assets of the corporation remaining after the satisfaction of all liabilities of the Corporation.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Section 4.3. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan or merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE V

Principal and Initial Registered Office and Initial Resident Agent

Section 5.1. Office Address. The street address of the principal and initial registered office of this corporation and its mailing address is 407 South 15th St., Fernandina Beach, Florida 32034.

Section 5.2. Resident Agent. The name of the initial resident agent of this corporation at the address set forth in Section 5.1 is Kimberly A. Dillard.

Article VI

Directors

Section 6.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The name and mailing address of the members of the first board of directors of the corporation is:

Kimberly A. Dillard	407 South 15th St.	Fernandina Beach, FL 32034
John J. Dillard	407 South 15th St.	Fernandina Beach, FL 32034

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is: Kimberly A. Dillard, 407 South 15th St., Fernandina Beach, Florida 32034.

Article IX

Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these
Articles this 15th day of October, 1996.

Kimberly A. Dilbeck
President

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 15th day of October,
1996, by Kimberly A. Dilbeck who is personally known to me, or who has produced as
identification and who did take an oath.

Esther P. Schindler
NOTARY PUBLIC, STATE OF FLORIDA

Esther P. Schindler
(Type or Print Name)

My Commission expires:



ESTHER P. SCHINDLER
MY COMMISSION # CC311345 EXPIRES
August 26, 1997
BONDED TRU TROY FARM INSURANCE, INC.

Personally Known or Produced Identification _____
Type of Identification Produced _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes, SS48.091 and 607.0501, the following is submitted:

C. J. DILLARD ENTERPRISES, INC. desiring to organize or qualify under the laws of the State of Florida, hereby designates Kimberly A. Dillard as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 407 South 15th St., Fernandina Beach, Florida 32034.

Kimberly A. Dillard

BY Kimberly A. Dillard
DATED: Oct. 14, 1996

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and accept the obligations provided for in Florida Statutes S607.0505 and other relative to proper and complete performance of my duties.

Kimberly A. Dillard
DATED: Oct. 14, 1996